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Hearing Date: September 18, 2019
Hearing Time: 10:00 a.m.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹**

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**GROUPBY USA, INC.'S JOINDER TO OBJECTION OF ALPINE
CREATIONS LTD. (ECF NO. 4700) TO CONFIRMATION OF SECOND
AMENDED JOINT CHAPTER 11 PLAN OF SEARS HOLDINGS
CORPORATION AND ITS AFFILIATED DEBTORS**

GroupBy USA, Inc. ("GroupBy"), hereby files this joinder (the "Joinder") to the *Objection of Alpine Creations Ltd.*, dated August 2, 2019 (ECF No. 4700) (the "Alpine Objection"), to the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

its Affiliated Debtors (the “Plan”) filed by the above-captioned debtors (the “Debtors”). In support of its Joinder, GroupBy respectfully states as follows:

BACKGROUND

1. On October 15, 2018 (the “Petition Date”), the Debtors commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code.

2. Both before and after the Petition Date, GroupBy provided the Debtors with hosted third-party services, ecommerce and related services supporting the Debtors’ online retail platform. From January through March 2019, GroupBy provided services to or for the benefit of the Debtors in the amount of \$420,000.00 pursuant to a post-petition invoice issued in January 2019 (the “Post-Petition Invoice”). The Post-Petition Invoice is past due and remains unpaid.

3. On April 10, 2019, GroupBy timely filed its proof of claim, Claim No. 15900, which was thereafter amended on June 6, 2019, Claim No. 19690 (collectively, the “Proof of Claim”), asserting a claim in the total amount of \$3,360,000.00 on account of services rendered to the Debtors’, \$420,000.00 of which GroupBy seeks payment as an administrative expense under 11 U.S.C. § 503(b)(1) (the “Administrative Expense Claim”).

4. On April 29, 2019, GroupBy filed its Motion for Allowance and Payment of Administrative Expense Claim and for Related Relief (ECF No. 3404) (the “Motion”).

5. The Debtors have not substantively opposed the Motion or GroupBy’s right to payment as an administrative expense on account of the services GroupBy provided for the Debtors’ benefit post-petition.

6. To date, the Court has not yet entered an order allowing GroupBy’s Administrative Expense Claim and GroupBy’s Motion remains pending.

JOINDER AND OBJECTION

7. GroupBy hereby joins the Alpine Objection in all respects and incorporates by reference the arguments in the Alpine Objection as if set forth at length herein including, without limitation, the arguments and reservations of rights set forth in Paragraphs 6 through 15 of the Alpine Objection.

8. The Plan is legally deficient to the extent it does not provide that GroupBy will receive, on the effective date of the Plan, cash equal to the allowed amount of its Administrative Expense Claim. *See* 11 U.S.C. § 1129(a)(9).

9. For the avoidance of doubt, GroupBy does not agree to, and expressly rejects, any treatment on account of its Administrative Expense Claim other than receiving, on the effective date of the Plan, cash equal to the allowed amount of its § 507(a)(2) claim. *Id.*

RESERVATION OF RIGHTS

10. GroupBy reserves all of its rights under the Bankruptcy Code and applicable law with respect to its claims and Motion including, without limitation, the right to supplement and/or amend this Joinder and further object to the relief sought by the Debtors including, without limitation, the right to make additional arguments at the hearing on confirmation of the proposed Plan.

CONCLUSION

WHEREFORE, for the foregoing reasons, and those set forth in the Alpine Objection, GroupBy respectfully requests that the Court enter an order (i) denying confirmation of the Plan unless the Plan provides that GroupBy will receive, on the effective date of the Plan, cash equal to the allowed amount of its Administrative Expense Claim; and (ii) granting such other and further relief as the Court deems just and proper.

Dated: September 3, 2019

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